

MINOGUE MICHAEL R
Form 4
May 25, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MINOGUE MICHAEL R

(Last) (First) (Middle)
C/O ABIOMED, INC., 22
CHERRY HILL DRIVE
(Street)

DANVERS, MA 01923

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ABIOMED INC [ABMD]

3. Date of Earliest Transaction
(Month/Day/Year)
05/24/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President, CEO, Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock \$0.01 par value | 05/24/2018 | | F ⁽⁵⁾ | | 7,192 (5) \$ 395.52 | D | |
| Common Stock \$0.01 par value | 05/18/2018 | | G ⁽⁶⁾⁽⁹⁾ | V | 1,180 (6) (9) \$ 0 | D | |
| Common Stock \$0.01 par value | 05/18/2018 | | G ⁽⁶⁾⁽⁹⁾ | V | 1,180 (6) (9) \$ 0 | A | By Trust - A |

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| | | | | | | | | | |
|---------------------------------|------------|---------------------|---|-------------------|---|------|--------|---|-----------------|
| Common Stock \$.01 par value | 05/18/2018 | G ⁽⁷⁾⁽⁹⁾ | V | 35,745 (7) (9) | D | \$ 0 | 85,214 | I | By Trust - A |
| Common Stock \$.01 par value | 05/18/2018 | G ⁽⁸⁾⁽⁹⁾ | V | 38,560 (8) (9) | D | \$ 0 | 46,654 | I | By Trust - A |
| Common Stock \$.01 par value | 05/18/2018 | G ⁽⁷⁾⁽⁹⁾ | V | 35,745 (7) (9) | A | \$ 0 | 73,745 | I | By Trust - B |
| Common Stock \$.01 par value | | | | | | | 9,000 | I | By Trust - C |
| Common Stock \$.01 par value | | | | | | | 655 | I | By Trust - D |
| Common Stock \$.01 par value | 05/18/2018 | G ⁽⁸⁾⁽⁹⁾ | V | 38,560 (8) (9) | A | \$ 0 | 38,560 | I | By Trust - E |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |

| | | | | | |
|--|-----------|---------------------------|------------|--------------|--------|
| Stock Option (right to buy) ⁽²⁾ | \$ 10.03 | 06/03/2011 ⁽¹⁾ | 06/03/2020 | Common Stock | 0 |
| Stock Option (Right to Buy) ⁽²⁾ | \$ 22.44 | 05/22/2013 ⁽¹⁾ | 05/22/2022 | Common Stock | 0 |
| Stock Option (Right to Buy) ⁽²⁾ | \$ 23.15 | 05/14/2014 ⁽¹⁾ | 05/14/2024 | Common stock | 0 |
| Stock Option (right to buy) ⁽²⁾ | \$ 21.55 | 05/14/2015 ⁽³⁾ | 05/14/2024 | Common Stock | 0 |
| Stock Option (right to buy) ⁽²⁾ | \$ 66.25 | 05/13/2016 ⁽³⁾ | 05/13/2025 | Common Stock | 0 |
| Stock Option (right to buy) ⁽⁴⁾ | \$ 99.62 | 05/24/2017 ⁽³⁾ | 05/24/2026 | Common Stock | 0 |
| Stock Option (right to buy) ⁽⁴⁾ | \$ 134.51 | 05/15/2018 ⁽³⁾ | 05/15/2027 | Common Stock | 0 |
| Stock Option (right to buy) ⁽⁴⁾ | \$ 381.97 | 05/16/2019 ⁽³⁾ | 05/16/2028 | Common Stock | 30,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MINOGUE MICHAEL R C/O ABIOMED, INC., 22 CHERRY HILL DRIVE DANVERS, MA 01923 | X | | President, CEO, Chairman | |

Signatures

/s/ Stephen C. McEvoy (by power of attorney)

05/25/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These options become exercisable in annual 25% increments, commencing on the date shown in Table II, Column 6.
- (2) Grant to reporting person of option to buy the number of shares of Common Stock set forth in Table II, Column 7, under the ABIOMED, Inc. 2008 Stock Incentive Plan.
- (3) These options become exercisable in annual 33-1/3% increments, commencing on the date shown in Table II, Column 6.
- (4) Grant to reporting person of option to buy the number of shares of Common Stock set forth in Table II, Column 7, under the ABIOMED, Inc. 2015 Omnibus Incentive Plan.
- (5) Transaction represents shares of common stock withheld solely for the payment of withholding tax liability associated with the vesting of awards of restricted stock units in accordance with the time periods set forth in such awards.
- (6) This transaction represents the transfer of common stock by bona fide gift from the reporting person to a trust held for the benefit of the reporting person's spouse. The reporting person's spouse is a trustee of the trust.
- (7) This transaction represents the transfer of common stock by bona fide gift from a trust held for the benefit of reporting person's spouse to a trust held for the benefit of reporting person's children.
- (8) This transaction represents the transfer of common stock by bona fide gift from a trust held for the benefit of reporting person's spouse to a charitable foundation.
- (9) The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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